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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

**DOCKETED**

JUN 23 2005

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*KS*

JEFF HATCH-MILLER, Chairman  
MARC SPITZER  
WILLIAM A. MUNDELL  
MIKE GLEASON  
KRISTIN K. MAYES

IN THE MATTER OF THE JOINT NOTICE  
OF INTENT OF VERIZON  
COMMUNICATIONS, INC., AND MCI,  
INC.

**DOCKET NOS: T-01846B-05-0279**

**T-03258A-05-0279**

**T-03475A-05-0279**

**T-03289A-05-0279**

**T-03198A-05-0279**

**T-03574A-05-0279**

**T-02431A-05-0279**

**T-03197A-05-0279**

**T-02533A-05-0279**

**T-03394A-05-0279**

**T-03291A-05-0279**

**RESPONSE TO STAFF'S REQUEST FOR PROCEDURAL ORDER**

Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI") (collectively the "Companies"), hereby respond to Arizona Corporation Commission Staff's ("Staff") Request for a Procedural Order, which was filed in the above-captioned matter ("Staff's Request").

On April 13, 2006, the Companies filed a Joint Notice of Intent, pursuant to A.A.C. R14-2-803, for Verizon's proposed acquisition of MCI. Subsequent to the filing of the Notice of Intent, it was discovered that predecessor companies of Verizon were granted waivers of the Affiliated Interest Rules and, therefore, were not required to obtain Commission approval of two prior mergers. The Companies have delayed in responding to the Staff's Request while they were evaluating these waivers. The Companies will address those waivers in a future pleading.

Snell & Wilmer

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In the meantime, the Companies have been working with Staff regarding a procedural schedule. The following procedural schedule has been mutually agreed upon by the Staff and the Companies.

Applicants' Testimony	July 13, 2005
Staff/Intervenor Responsive Testimony	August 30, 2005
Applicants' Rebuttal Testimony	September 6, 2005
Hearing	September 14, 2005

The Companies have already provided responses to numerous requests for information from Staff, as well as providing detailed information in the Notice of Intent, and therefore, believe that this schedule will allow for an expeditious and thorough review of the application.

RESPECTFULLY SUBMITTED this 23rd day of June, 2005.

VERIZON COMMUNICATIONS INC.

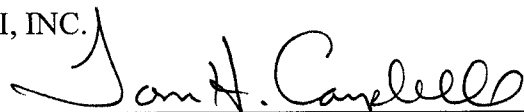
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The ORIGINAL and thirteen (13) copies  
of the foregoing were filed this 23rd day  
of June 2005.

Docket Control  
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Phoenix, Arizona 85007

A COPY of the foregoing was hand-delivered  
this 23rd day of June, 2005, to:

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